

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Chapter 11
	:	
Hostess Brands, Inc., <i>et al.</i> , <sup>1</sup>	:	Case No. 12-22052 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

**NOTICE OF APPEAL FROM THE ORDER ALLOWING AND  
DIRECTING PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM OF THE  
BAKERY & SALES DRIVERS LOCAL NO. 33 INDUSTRY PENSION FUND**

Hostess Brands, Inc. and the other above-captioned debtors and debtors in possession (collectively, "Hostess" or the "Debtors") hereby appeal under 28 U.S.C. § 158(a) and Fed. R. Bankr. P. 8001 and 8002, from the Order Allowing and Directing Payment of Administrative Expense Claim of the Bakery & Sales Drivers Local No. 33 Industry Pension Fund, entered in these cases on June 27, 2012 [Docket No. 1170] (the "Order") (attached hereto as Exhibit A), granting the Motion of Bakery & Sales Drivers Local Union No. 33 Industry Pension Fund for Entry of an Order Allowing and Directing Payment of Administrative Expenses [Docket No. 874] (the "Motion").<sup>2</sup>

The names of all the parties to the Order appealed from and the names, addresses and telephone numbers of their respective attorneys are as follows:

---

<sup>1</sup> The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Hostess Brands, Inc. (0322), IBC Sales Corporation (3634), IBC Services, LLC (3639), IBC Trucking, LLC (8328), Interstate Brands Corporation (6705) and MCF Legacy, Inc. (0599).

<sup>2</sup> By an order entered on August 8, 2012 [Docket No. 1336], the Court denied the Debtors' timely motion to amend the Order. Accordingly, pursuant to Fed. R. Bankr. P. 8002(b), the deadline for filing a notice of appeal from the Order was extended to August 22, 2012.

1. The Debtors, the Appellants in this action, are represented by Corinne Ball, Heather Lennox, Veerle Roovers and Michael Silberfarb of the law firm of Jones Day, 222 East 41st Street, New York, New York 10017; telephone (212) 326-3939; facsimile (212) 755-7306; and Todd Swatsler and Robert Hamilton of the law firm of Jones Day, 325 John H. McConnell Boulevard, Suite 600, Columbus, Ohio 43215; telephone (614) 469-3939; facsimile (614) 469-4198.
2. The Bakery & Sales Drivers Local No. 33 Industry Pension Fund, the Movant with respect to the above-referenced Motion and the Appellee to this appeal, is represented by Marc A. Tenenbaum of the law firm of Virginia & Ambinder, LLP, 111 Broadway, Suite 1403, New York, New York 10006; telephone (212) 943-9080; facsimile (212) 943-9082.

Dated: August 22, 2012  
New York, New York

/s/ Corinne Ball  
Corinne Ball  
Heather Lennox  
Veerle Roovers  
Michael Silberfarb  
JONES DAY  
222 East 41st Street  
New York, New York 10017  
Telephone: (212) 326-3939  
Facsimile: (212) 755-7306

- and -

Todd Swatsler  
Robert Hamilton  
JONES DAY  
325 John H. McConnell Boulevard  
Suite 600  
Columbus, Ohio 43215  
Telephone: (614) 469-3939  
Facsimile: (614) 461-4198

ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION

**EXHIBIT A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: : Chapter 11  
: Case No. 12-22052 (RDD)  
**HOSTESS BRANDS, INC., et al.,** :  
: Jointly Administered  
Debtors. :  
-----X

**ORDER ALLOWING AND DIRECTING PAYMENT OF  
ADMINISTRATIVE EXPENSE CLAIM OF THE  
BAKERY & SALES DRIVERS LOCAL NO. 33 INDUSTRY PENSION FUND**

Upon the motion (Docket No. 874) (the “**Motion**”) of the Bakery and Sales Drivers Local No. 33 Industry Pension Fund (the “**Pension Fund**”) for entry of an order, pursuant to, *inter alia*, sections 503(b)(1)(A) and 507(a)(2) of Title 11 of the United States Bankruptcy Code (the “**Bankruptcy Code**”) allowing and directing Hostess Brands, Inc. *et al.* (the “**Debtors**”)<sup>1</sup> to pay all postpetition contributions due and owing to the Pension Fund and awarding an administrative expense status with respect to same; and the Court having reviewed the Motion and the record herein, including all other papers filed in support of and in opposition to the Motion (Docket Nos. 1003, 1005, 1007, 1034, 1112, 1120, 1125, 1129, and 1138); and the Court having considered the record of the hearings held on the Motion on May 30, 2012 and June 19, 2012; and the Court having found that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334(b), (b) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409 and (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having determined, for the reasons stated on the record of the hearing held on June 19, 2012, that the legal and

<sup>1</sup> The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Hostess Brands, Inc. (0322), IBC Sales Corporation (3634), IBC Services, LLC (3639), IBC Trucking, LLC (8328), Interstate Brands Corporation (6705) and MCF Legacy, Inc. (0599).

factual bases set forth in the Motion establish just cause for the relief granted herein; and notice of the Motion being sufficient and no further notice of the Motion being necessary,

**IT IS HEREBY ORDERED** as follows:

1. The Motion is granted to the extent provided below.
2. Pursuant to §§ 503(b)(1)(A) and 507(a)(2) of the Bankruptcy Code, the Pension Fund is hereby allowed and awarded an administrative expense claim (i) in the amount of \$179,316.12 (the “**Current Administrative Amount**”), which constitutes the Debtors’ post-petition obligations for contributions to the Pension Fund through and including March 31, 2012, (ii) plus any additional pension contributions earned from and after April 1, 2012 under the collective bargaining agreement(s) then-in-effect (such amounts, the “**Additional Administrative Amounts**”).
3. Subject to the Debtors’ obtaining the approvals required by paragraph 12 of the Final Order (I) Authorizing Debtors to (A) Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362 and 364 and (B) Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, and (II) Granting Adequate Protection to Pre-Petition Secured Parties, entered on February 3, 2012 [Docket No. 254], as it may have been or be amended, the Debtors are hereby directed to pay to the Pension Fund: (a) the Current Administrative Amount within ten (10) business days of receiving such approvals, and (b) the Additional Administrative Amounts as and when due (or within five business days following the receipt of such approvals, if such date is later) unless and until such Additional Administrative Amounts are modified in compliance with the Bankruptcy Code pursuant to further order of this Court.

4. This Court retains jurisdiction over any and all matters arising from or related to the interpretation and /or implementation of this Order.

Dated: June 26, 2012  
White Plains, New York

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE